

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 98-161-C - ORDER NO. 98-746
SEPTEMBER 25, 1998

IN RE: Application of PSP Marketing Group, Inc.) ORDER APPROVING
DBA I.T. Group and ITC^DeltaCom) ASSET TRANSFER
Communications, Inc. for Approval of an)
Asset Purchase Agreement.)

✓*PR*

This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application of PSP Marketing, Inc. d/b/a I.T. Group Communications Company (PSP) and ITC^DeltaCom Communications, Inc. (ITC) (collectively the Companies) for approval of an Asset Purchase Agreement wherein PSP will transfer certain of its assets to ITC. Following the consummation of the transaction, PSP intends to withdraw its authority to do business and its present certification.

The matter was subsequently noticed as per the instructions of the Commission's Acting Executive Director, and no Protests or Petitions to Intervene were received. Subsequently, the Companies (through PSP President Ted Parsons) filed a Motion for Expedited Review of the Application, and the Motion included the verified testimony of Parsons.

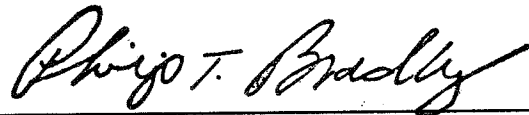
We note that S.C. Code Ann. Section 58-9-310 (Supp. 1997) allows approval of asset transfers after due hearing, and compliance with all other existing requirements. We hereby hold that the Commission meeting of September 22, 1998, wherein we considered

this matter along with the verified testimony is the “due hearing” in this case, and that all other existing requirements have been met.

Accordingly, we approve the Asset Purchase Agreement and the transfer of the assets in question. The Companies shall notify this Commission of the consummation of this transaction. Following this consummation, PSP’s Certificate of Public Convenience and Necessity shall be deemed cancelled.

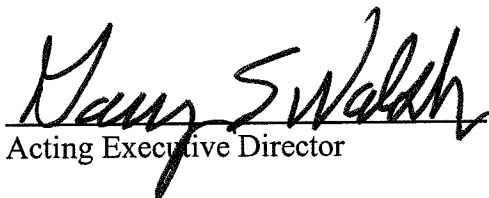
This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:



Chairman

ATTEST:



Acting Executive Director

(SEAL)